

RECORDATION NO.

7678-R
FILED

SEP 17 '08

-11 00 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

September 17, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Termination of Lease, dated as of September 16, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease previously filed with the Board under Recordation Numbers 20552 and 20552-A and cross-indexed and recorded under Recordation Numbers 7678-M, 7678-N, 7836-G, 7836-H, 8103-U, 8103-V, 8290-K and 8290-L.

The name and address of the party to the enclosed document are:

Lessor: GATX Third Aircraft Corporation (successor to
GATX Capital Corporation)
Four Embarcadero Center
San Francisco, CA 94111

[Lessee: Southern Pacific Transportation Company
One Market Plaza
San Francisco, CA 94105]

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A description of the railroad equipment covered by the enclosed document is:

Railcars: DRGW 40845 - DRGW 41023 (excluding DRGW 40988).

A short summary of the document to appear in the index is:

Notice of Termination of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a horizontal line extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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NOTICE OF TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

The undersigned, GATX Third Aircraft Corporation ("Lessor"), publishes this notice that the Equipment Lease Agreement dated as of November 1, 1994 and Schedule No. 1 dated as of November 1, 1994 (the "Lease"), between Lessor and Southern Pacific Transportation Company, has been terminated. The Lease was originally filed with the Surface Transportation Board (the successor to the Interstate Commerce Commission) on February 20, 1997 under Recordation Nos. 20552 and 20552-A, respectively and cross-indexed and recorded under Recordation Nos. 7678-M, 7678-N, 7836-G, 7836-H, 8103-U, 8103-V, 8290-K, and 8290-L

IN WITNESS WHEREOF, GATX Third Aircraft Corporation has caused this instrument to be executed by its officer thereunto duly authorized this 16 th day of September, 2008.

GATX Third Aircraft Corporation

By: Linda Hexem

Print Name: Linda Hexem

Title: Vice President

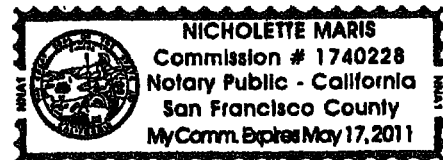
STATE OF CALIFORNIA)
) SS
COUNTY OF SAN FRANCISCO)

On September 16, 2008 before me, Nichollette MARIS, Notary Public, personally appeared Linda Hexem who proved to me on the basis of satisfactory evidence to be the person~~(s)~~ whose name~~(s)~~ is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity~~(ies)~~, and that by his/~~her/their~~ signature~~(s)~~ on the instrument the person~~(s)~~, or the entity upon behalf of which the person~~(s)~~ acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Nichollette Maris (Seal)



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

9/17/08



Robert W. Alvord